

EXHIBIT D

EXHIBIT 17

REDACTED VERSION SELIN DECLARATION IN SUPPORT OF GOOGLE'S MOTION FOR SUMMARY JUDGMENT

GOOGLE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE

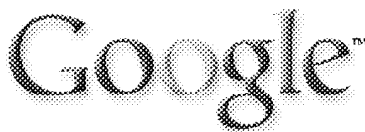
JANUARY 30, 2008

[DRAFT FOR DISCUSSION]



Google Confidential and Proprietary

DRAFT FOR DISCUSSION



MEMORANDUM

TO: GOOGLE LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE

FROM: SHONA BROWN LASZLO BOCK
SVP, BUSINESS OPERATIONS VP, PEOPLE OPERATIONS

DATE: JANUARY 23, 2008

SUBJECT: AGENDA FOR JANUARY 30TH MEETING

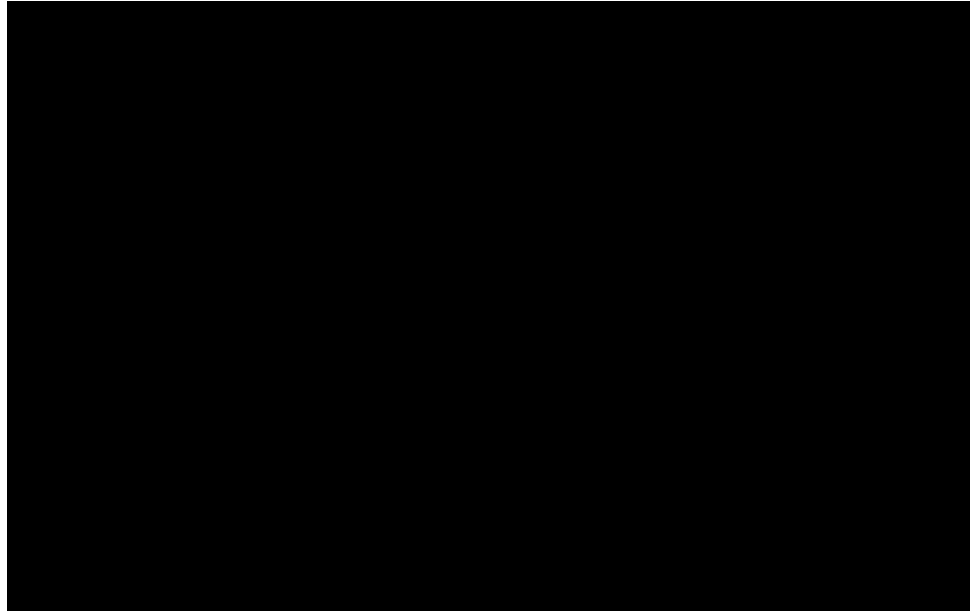
My proposed agenda for our discussion is as follows (see corresponding attachments):

1. Leadership & development update [**contents still being developed – pending year end results**]
2. Review Peer Group for competitive compensation and benefits assessments
SHONA:
 - **You have reviewed this analysis previously and agreed with the Peer Group changes. We also incorporated your suggestions on talent competitor rankings.**
 - **Should we add Google's 2008 revenue and headcount forecasts to page 2 of this section (relevant rows of data are highlighted in yellow)?**
3. Review compensation and benefits philosophy
SHONA:
 - **Do we want to include more detail in our discussion and tables on the benefits analysis beginning on page 2?**
 - **Should we add detail on benefits offered outside of the U.S.?**
4. Review Board and Executive ownership guidelines
SHONA:
 - **This is a follow-up to the request made by the LDCC at the June meeting to address ownership requirements.**
 - **We have proposed ownership requirements [REDACTED] All executives have sufficient holdings to easily achieve these guidelines. Do the guidelines appear appropriate to you?**
5. Executive compensation
 - a. Review Chief Executive Officer compensation
SHONA:
 - **Do we include the CEO compensation section in the LDCC book as we have in the past or send as a separate document?**
 - **We have continued to exclude Paul's compensation (Intel CEO) from the CEO analysis as we did last year.**
 - b. Review Founder compensation

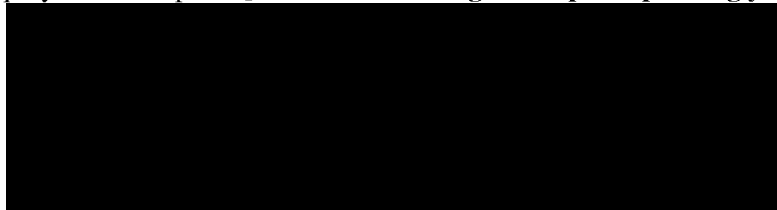
DRAFT FOR DISCUSSION

- c. Review competitive analysis of Executive Staff compensation and propose compensation adjustments

SHONA:



- 6. Cash incentive plans **[contents still being developed – pending year end results]**
 - a. Approve final 2007 cash incentive plan funding
 - b. Propose 2008 cash incentive plan funding
- 7. Equity incentive plans **[contents still being developed – pending year end results]**



- 8. Discuss Proxy statement disclosures **[to be provided by Legal]**
- 9. Administrative items **[contents still being developed]**
 - a. Review prior meeting minutes**[Legal]**
 - b. Approve proposed resolutions**[Legal]**
 - i. Prior meeting minutes
 - ii. Board and Executive ownership guidelines
 - iii. 2007 cash incentive plan funding
 - iv. 2008 equity usage proposal
 - v. Request for additional shares reserved for issuance
 - c. 2008 Committee calendar**[Compensation]**
 - d. Review Designee grant approval activity**[Compensation at year end]**

[PLACE HOLDER]

LEADERSHIP AND DEVELOPMENT UPDATE

Still in development – To be completed the first week of January

Agenda Items:

1. Scaling update
2. Org tree
3. CFO search
4. Hiring update
5. Eng resource management scaling
6. Retention update
7. Leadership development courses and programs update
8. Facebook rapid response update



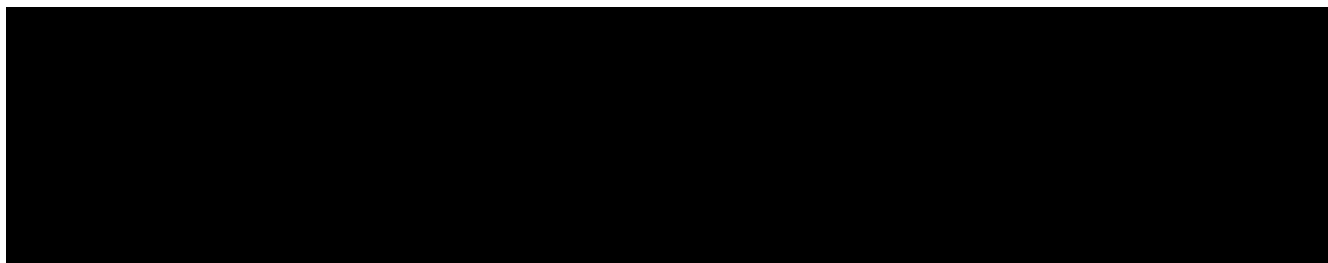
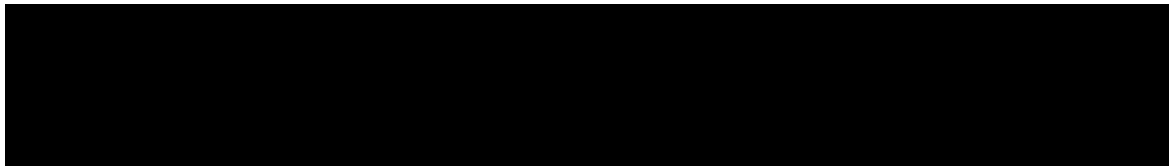
2008 Compensation Peer Group Selection

Overview of Selection Criteria, Previous Peers and Suggested Peer Group Changes

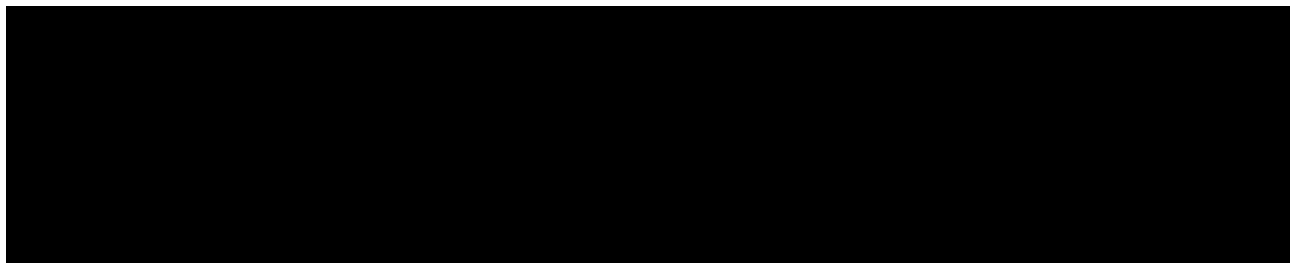
Authors: Frank Wagner, Eric Schaffer, Tom Woo

OVERVIEW

Three changes are recommended to Google's compensation peer group:



PEER GROUP SELECTION CRITERIA

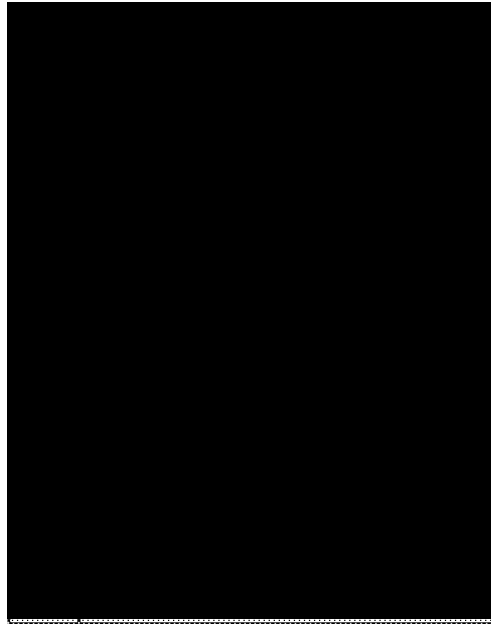
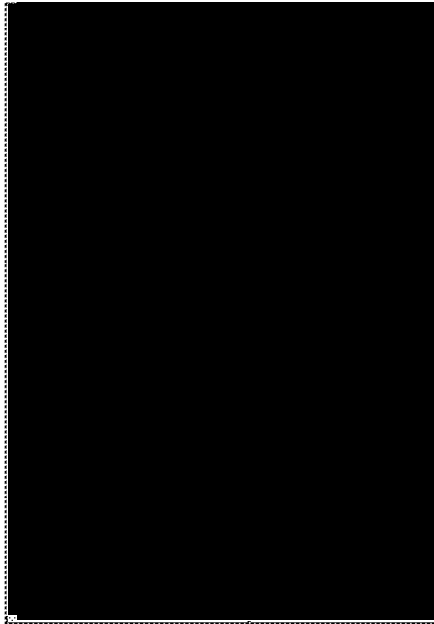


ANALYSIS OF 2007 PEER GROUP AND PROPOSED CHANGES FOR 2008

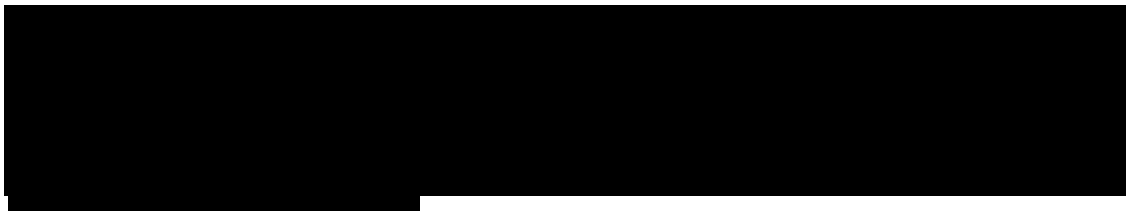


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ATTACHMENT A: 2006 and YTD 2007 Google New Hire Previous Company Analysis



Peer Group Status
Current
Proposed
Current
Current
Current
Current
Current
Current
Current
Current
Current
Current
Current
Proposed
Current
Current
Current





Compensation and Benefits Philosophies

Discussion Document

Authors: Frank Wagner, Sue Wuthrich, Eric Schaffer
Contributor: Jon Silverman

PURPOSE

1. Review overall compensation and benefits philosophies
2. Provide update on recent refinements to compensation philosophy
3. Review detailed benefits philosophy

OVERVIEW OF COMPENSATION AND BENEFITS PHILOSOPHY

General Rewards Philosophy

Our general rewards (compensation and benefits) philosophy is to deliver rewards in ways that support three primary business objectives:

1. Attract and retain the world's best talent
2. Support Google's culture of innovation and performance
3. Align employee interests with shareholder interests in the overall success of the company

Compensation Philosophy

To achieve our rewards objectives, our compensation programs differentiate pay exponentially based on individual employee performance and more broadly share the upside and downside of company performance. This philosophy applies to all our employees, with increasing proportions of "leveraged" or "at-risk" compensation with increasing levels of leadership and responsibility.

Benefits Philosophy

Our benefits philosophy is to deliver market-leading benefits to our employees for three key business reasons:

1. To provide a level of benefits that attracts and retains the world's best talent
2. To help balance Googlers' busy lives, allowing them to focus energy on what they love to do
3. To provide offerings to Googlers that have a high perceived value
 - Economies of scale and collective bargaining allow Google to source offerings at a lower cost than typically available to Googlers
 - Google delivers many offerings using tax efficient means

REFINEMENTS TO COMPENSATION PHILOSOPHY

Pay Positioning Relative to Market

The following table summarizes Google's intended compensation positioning against the market (this philosophy remains unchanged since last reported to the Committee):

Employee Job Category	Base Salary %ile	Target Total Cash %ile	Target Equity %ile

Our incentive programs are structured such that actual compensation realized should exceed target when either:

1. The employee performs above expectations, or
2. The company performs above expectations

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Target pay positions are evaluated annually and may vary for certain jobs to reflect the degree to which the Company is able to attract and retain desired talent.

Note that we will review our long-term retention policies in the first quarter of 2008 for presentation at a later LDCC meeting.

Comparative Framework for Assessing Market Benchmarks

DETAILED BENEFITS PHILOSOPHY

Programs Offered

To support our benefits philosophy, Google has a number of offerings that can be broadly categorized into three groups:

Benefits Category	Concept	Sample Offerings (not all benefits available in all locations)
Core Programs	Health and retirement programs	<ul style="list-style-type: none"> • Health Insurance • Retirement Plan – Defined Contribution • Time Off Programs – Vacation, Holidays, Leaves • Tax Efficient Savings Plans (e.g., Pre-Tax Spending Accounts)
Secure Foundation Programs	Coverage against certain catastrophic events	<ul style="list-style-type: none"> • Life Insurance • Short-Term Disability • Long-Term Disability • Business Travel Accident Insurance
Google Perks	A set of innovative and unique non-cash benefits that increase employee's quality of life and productivity	<ul style="list-style-type: none"> • Wellness Programs (e.g., On-Site Physicians, Massage Program¹, On-Site Gyms) • Personal Convenience (e.g., Meals, Laundry, Oil Change¹) • Family Programs (e.g., Child Care¹, Maternity/Parental Leaves) • Continuing Education (e.g., Tuition Reimbursement, Authors@google) • Community Involvement (e.g., Gift Matching, Annual Trip, TGIF) • Google Green (e.g., Fuel Efficient Car Program, Local Shuttle Service)

1) These perks require an employee contribution.

Benefits and Perks Eligibility

Google designs benefits programs by balancing broad eligibility, which supports Google's egalitarian culture, with country-specific competitiveness.

When designing a Core Program or Secure Foundation Program offering, we typically focus on offering this benefit to all Googlers. The magnitude of the benefit will be driven by local market conditions.

When designing Google Perks, we focus on the needs of local Googlers and the employment density for a given office. This allows us to focus funds for higher fixed-cost program components where they will have the highest level of business impact. All Google Perks programs are customized and continually refined to most efficiently deliver perceived value (while maintaining target market positioning of our costs) to those who utilize the services.

Positioning Relative to Market

Google intends to align its benefits programs against the market as follows:

Benefits Category	Target Market Comparison	Current Market Positioning

Comparative Framework for Assessing Market Benchmarks

We analyze market data using a variety of methods including competitive market research of common plan provisions and relative value measures from published and specialized survey sources.

When comparing ourselves to the market, we most heavily weigh competitive data from our Peer Group.

Decision-Making Authority

We have established a Benefits Committee which consists of Shona Brown (SVP, Business Operations), Laszlo Bock (VP, People Operations), and Sue Wuthrich (Director Benefits). The Benefits Committee is deemed a fiduciary of the plan and is responsible for the day-to-day administration of the plan, including hiring record keepers, consultants, third party administrators, investment managers, accountants, etc. Fiduciaries are responsible for acting prudently, following the terms of the written plan documentation and ensuring plans are consistent with local statutory requirements.

Cost Efficiencies

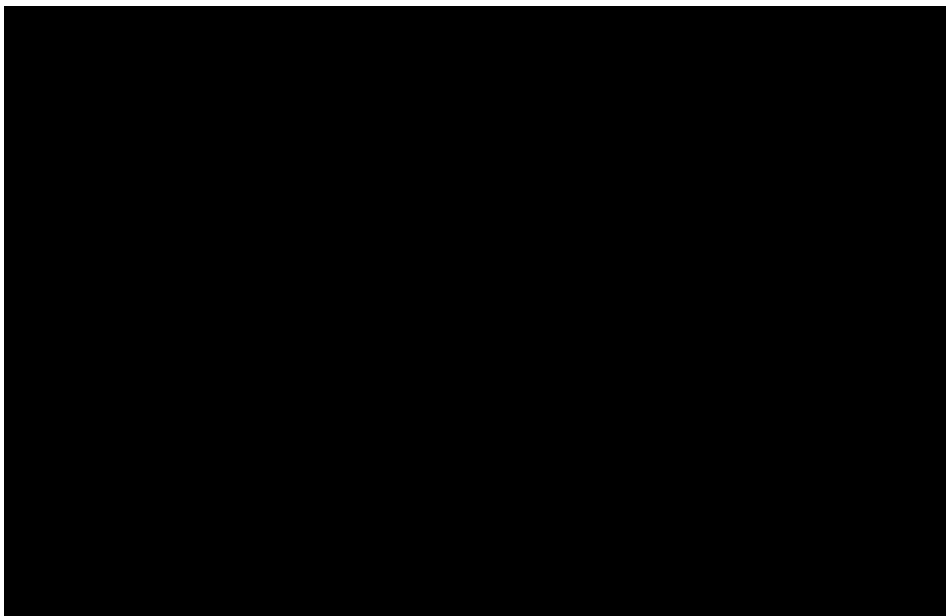
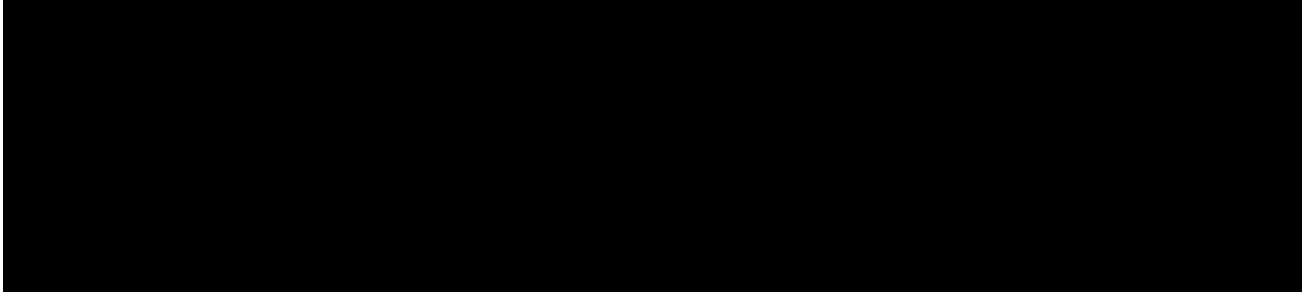
To ensure both cost and services are within Google standards, we conduct regular Request for Quotations (RFQs). As discussed above, we regularly compare our cost basis to competitive market rates and published surveys.



Director Stock Ownership Requirements

Authors: Frank Wagner, Eric Schaffer, Tom Woo

BACKGROUND AND MARKET ANALYSIS



** Value not disclosed.

- 1) Guideline values for companies that express ownership requirements as a multiple of annual retainer have been estimated based on proxy disclosed compensation levels.

RECOMMENDATION

Given that Google's current Director stock ownership levels are highly competitive, no changes are recommended to Google's requirements at this time.

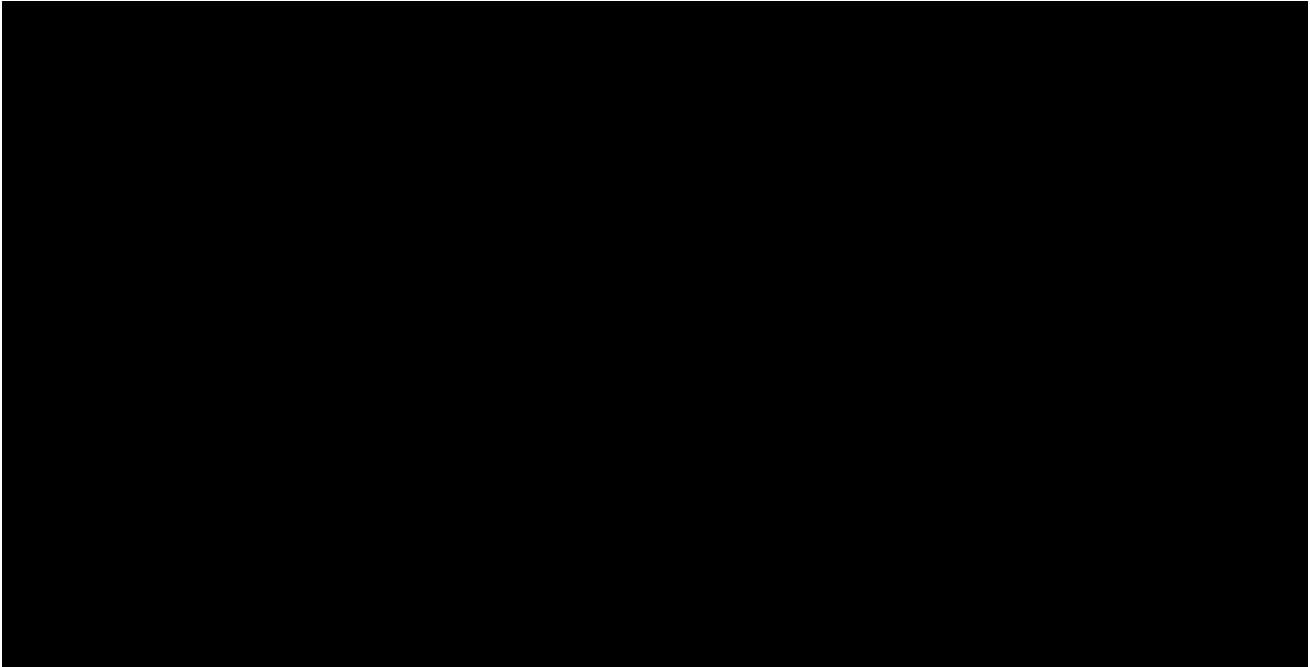


Executive Stock Ownership Requirements

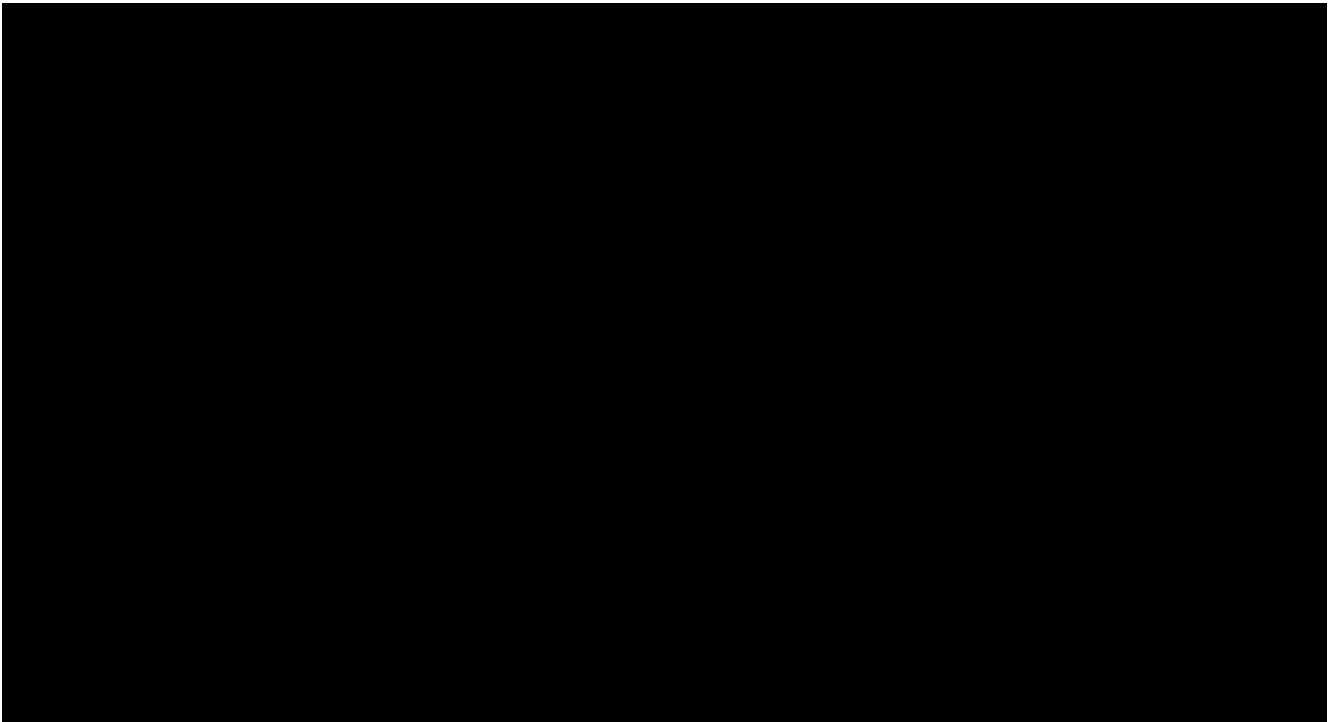
Overview of Market Practices and Proposed Changes to Ownership Requirements

Authors: Frank Wagner, Eric Schaffer, Tom Woo

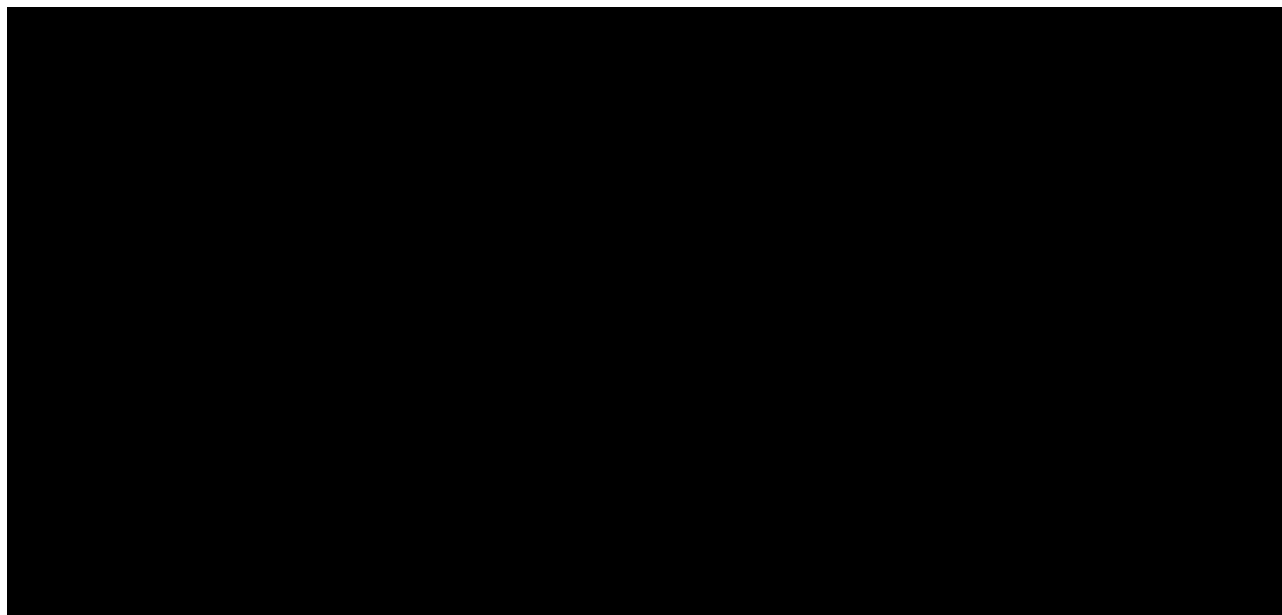
PURPOSE



RECOMMENDATIONS



ATTACHMENT A



** Not disclosed in proxy filing.

1) Guideline value for companies that express ownership guidelines as a multiple of executive pay have been estimated based on proxy disclosed compensation levels.

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ATTACHMENT B

Guideline Category	Requirement (# of shares)	Executive	Title	After-tax Unvested Shares	Multiple of Guideline
Redacted					
Redacted					



CEO Compensation Assessment

Authors: Frank Wagner, Eric Schaffer, Tom Woo

OVERVIEW

Each year Google undertakes a review of its executive compensation practices to assess competitiveness to

Redacted - Not Responsive

METHODOLOGY

COMPETITIVE SUMMARY

(Dollars in 000s)

Market Compensation	Base Salary	Total Cash Comp.	Total Direct Comp.	% Potential Ownership
Redacted				

* Reflects Holiday Bonus paid to all Google employees.

Cash Compensation

Redacted - Not Responsive

Long-term Incentives (LTI)

ATTACHMENT A**Peer Company "Comparables" with Non-Founder CEOs**

Company	Reported Fiscal Year	Revenues (MM)	Market Cap (MM)	Headcount	2-Year Growth		Google Talent Competitor Rank ¹
					Revenue	Headcount	

1) Company's rank in total number of Google new hires in 2006 and 2007 and is based on 7,724 new hires where a previous employer was listed.

ATTACHMENT B

Detailed Proxy Analyses – Total Direct Compensation

[illegible]

- 1) Stock options valued using the Risk-Adjusted Present Value methodology as detailed in Attachment D.
- 2) Restricted stock valued at face value on grant date.
- 3) LTIP value includes grant date present value of cash based long-term incentive plans and performance share unit plans.

Note:

- Percentiles and averages shown include zeros

Detailed Proxy Analyses – Total Potential Ownership

[illegible]

Notes:

- Percentiles and averages shown include zeros
- Peer Percent Potential Ownership reflects holdings after the most recent fiscal year end. Google reflects as of 10/30/2007

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ATTACHMENT C**Detailed Paper Gain Analysis on Total Equity Granted**

Google Incumbent	Tenure (years)	Total Equity Granted	Wtd. Avg. Grant Price	Approximate Gain on Total Equity Granted as of 12/31/2007			
				Total Current Holdings	Total Unvested Shares	Total Gain on Current Holdings (MM)	Unvested Paper Gains (MM)
Redacted							

Note:

—

Redacted

Assumptions:

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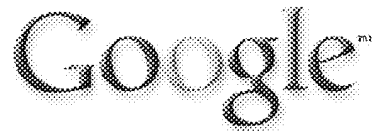
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ATTACHMENT D**Risk-Adjusted Present Value Methodology (to Value Stock Options)**

Criteria	Assumption	Rationale
[REDACTED]		
3. Term of options	5 years	Typical length of time employees hold options
4. Discount rate	[REDACTED]	expected rate of return (i.e., risk-adjusted rate)

Example Peer Company Stock Option Calculation

$$\begin{aligned}
 & \frac{(\text{Grant price} \times [1 + \text{growth rate}]^n) - \text{Grant price}}{(1 + \text{discount rate})^n} \\
 & \frac{(\$25.00 \times [1 + 15\%]^{5 \text{ years}}) - \$25.00}{(1 + 15\%)^{5 \text{ years}}} \\
 & = \$12.57 \text{ per option (50\% of face value)}
 \end{aligned}$$



Founder Compensation Assessment

Authors: Frank Wagner, Eric Schaffer, Tom Woo

OVERVIEW

Each year Google undertakes a review of its executive compensation practices to assess its competitiveness.

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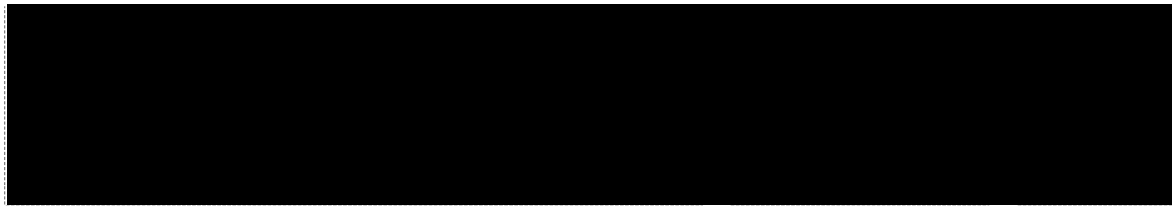
METHODOLOGY

COMPETITIVE SUMMARY

(Dollars in 000s)

Attachment A

Peer Company "Comparables" with Operational Founders



Google 2006

Google 2007

Google 2008 (projected)



1) Company's rank in total number of Google new hires in 2006 and 2007 and is based on 7,724 new hires where a previous employer was listed.

Detailed Proxy Analyses – Total Direct Compensation (Founders with operational roles)

Company	Position Title	Incumbent	LFY Annualized Base Salary	LFY Annualized Total Cash	Annualized Restricted Stock Value	Annualized Option Value	Annualized LTIP Value	Total Direct Comp.
50th percentile								
Average								
Google								
Google								

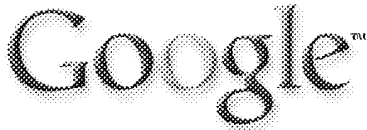
Redacted

- 1) Stock options valued using the Risk-Adjusted Present Value methodology as detailed in Attachment D.
- 2) Restricted stock valued at face value on grant date.
- 3) LTIP value includes grant date present value of cash based long-term incentive plans and performance share unit plans.
- 4) In addition to Chairman of the Board, Michael Dell assumed duties as the CEO on January 31, 2007.

[illegible]

Attachment C**Detailed Paper Gain Analysis on Total Equity Granted**

Google Incumbent	Tenure (years)	Total Equity Granted	Wtd. Avg. Grant Price	Approximate Gain on Total Equity Granted as of 12/31/2007			
				Total Current Holdings	Total Unvested Shares	Total Gain on Current Holdings (MM)	Unvested Paper Gains (MM)
Redacted							



Executive Staff Compensation Assessment

Authors: Frank Wagner, Eric Schaffer, Crystal Millican
Contributor: Tom Woo

OVERVIEW

METHODOLOGY

EMG COMPETITIVE SUMMARY

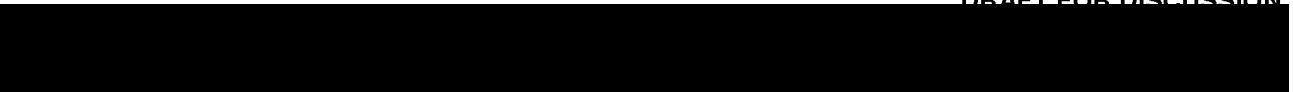
Distribution of EMG Compensation Relative to Target Market Pay Positioning ¹				
Elements of Compensation	2008 Base Salary	2008 Target Total Cash	2008 Estimated Actual Total Cash	2007 Equity ² <small>(one time awards annualized)</small>
Google's Target Pay Positioning Relative to Market Practice				
% of EMG Below Target <small>More than one quartile below target positioning</small>				
% of EMG Slightly Below Target <small>Less than one quartile below target positioning</small>				
% of EMG At Target				
% of EMG Above Target				

Redacted

Options are valued based on their fair market value on the date of grant. GSUs are valued based on Google's stock price on the date of grant.

3) A +/- 5% interval around the 75th percentile is used to reflect target pay positioning for analyses in this section.

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		Google Market Percentile Rank			
Position	Incumbent	Current	2008	2008	2007
		Base	Target	Estimated	Equity*
		Salary	Total	Actual	(one-time awards annualized)
[Redacted Table Content]					



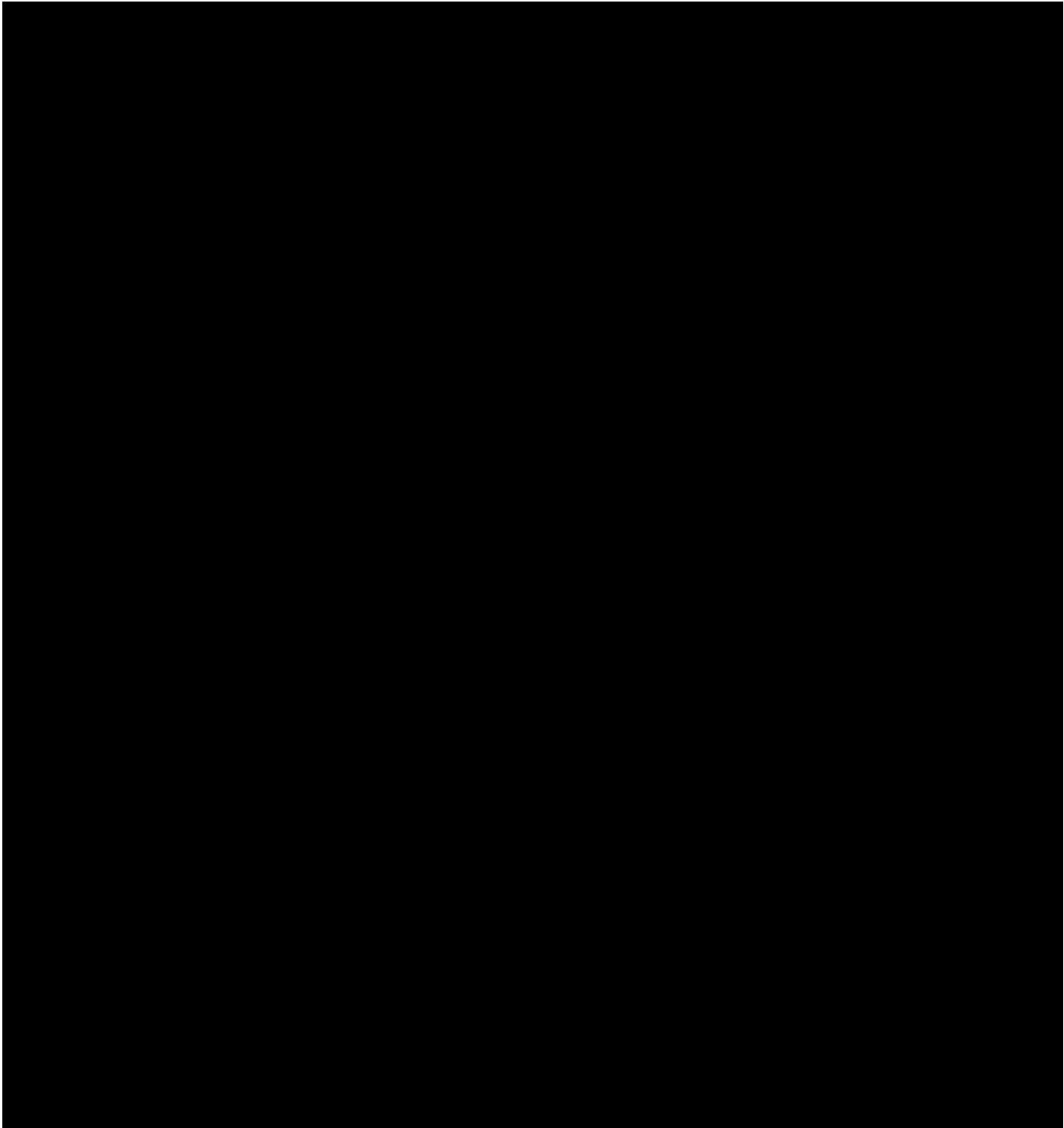
of compensation

- See Attachment B for proxy detail for relevant EMG members

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ATTACHMENT A

Market Comparables Analyzed



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(Dollars in 000s)

Position	Incumbent	Google		Market Data		
		2006 Estimated Actual Total Cash ¹	% Rank	50th	75th	90th

(Dollars in 000s)

Position	Incumbent	Google	
		2007 Equity ¹ <small>(one time awards annualized)</small>	% Rank

1) Includes 2007 refresher equity as well as annualized one time special GSU awards. Options are valued based on their fair market value on the date of grant. GSUs are valued based on Google's stock price on the date of grant.

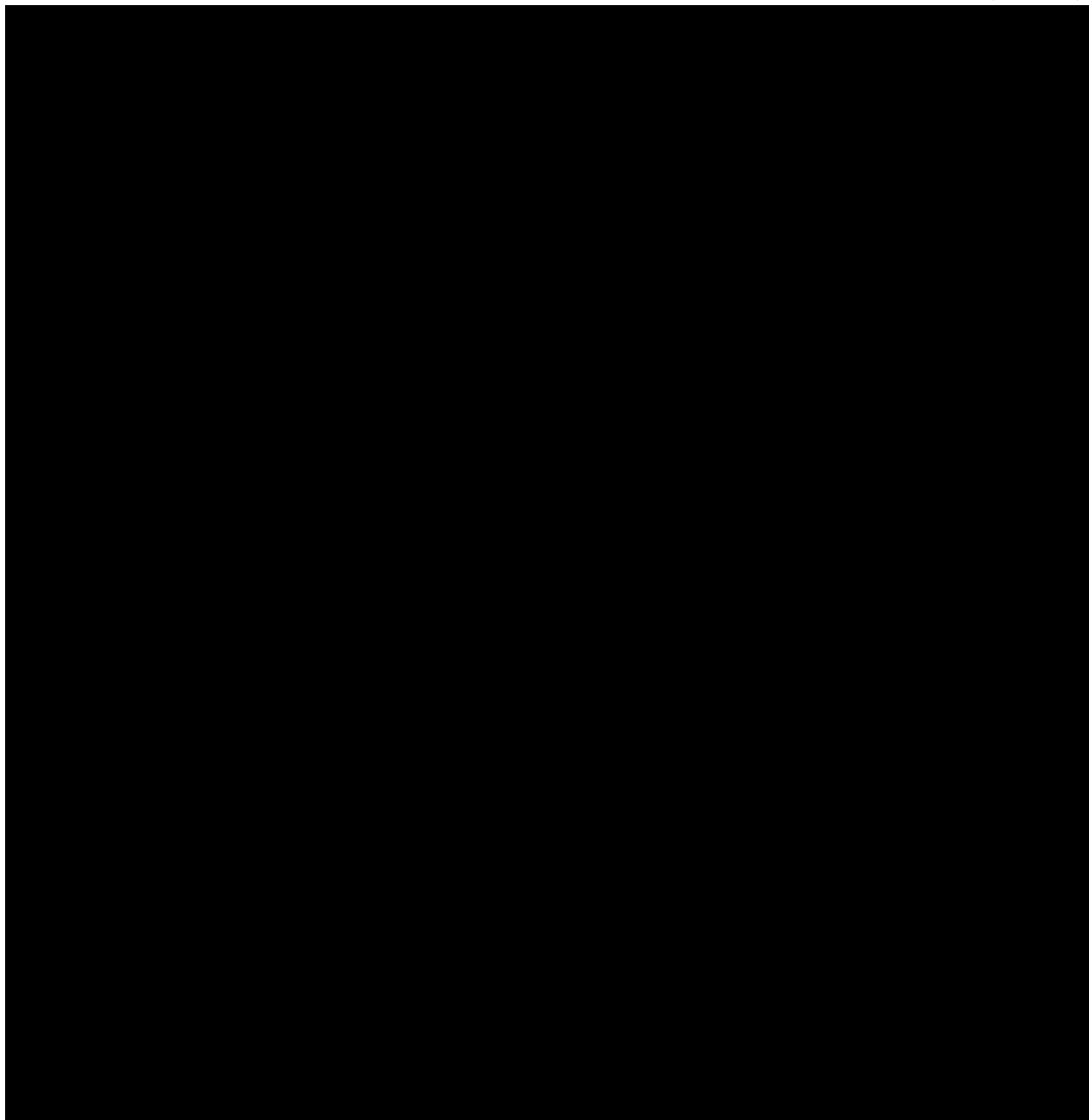
2) Market equity data for Shona Brown's position is not directly available from survey sources. Market equity for her position is estimated based on internal equity.

Redacted

ATTACHMENT B

CHIEF FINANCIAL OFFICER

(Dollars in 000s)



[PLACE HOLDER]

CASH INCENTIVE PLANS

Still in development – To be completed the first week of January

Agenda Items:

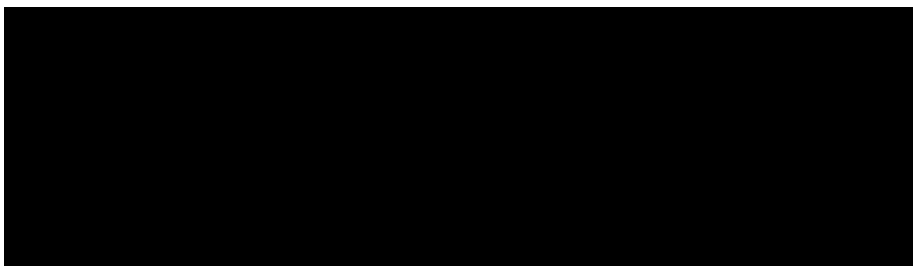
1. Approve final 2007 cash incentive plan funding
 - a. Company multiplier
 - b. Pool amount for each plan (executive, company, and sales)
2. Propose 2008 cash incentive plan funding

[PLACE HOLDER]

EQUITY INCENTIVE PLANS

Still in development – To be completed the first week of January

Agenda Items:



[PLACE HOLDER]

DISCUSS PROXY STATEMENT DISCLOSURES

Still in development – Legal filed a statement with SEC on December 21, 2007. We are still awaiting details.

Agenda Items:

1. Compensation Discussion & Analysis
2. SEC inquiry update

[PLACE HOLDER]

ADMINISTRATIVE ITEMS

Still in development – coordinating with Legal

Agenda Items:

1. Review prior meeting minutes
2. Approve proposed resolutions
 - a. Prior meeting minutes
 - b. Board and Executive ownership guidelines
 - c. 2007 cash incentive plan funding
 - d. 2008 equity usage proposal
 - e. Request for additional shares reserved for issuance
3. 2008 Committee calendar
4. Review Designee grant approval activity